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RECORDATION NO. 20202-B
NOV 12 1996 9 25 AM

NOV 12 9 22 AM '96

RECEIVED
SURFACE TRANSPORTATION
BOARD

November 12, 1996

Mr. Vernon Williams
Secretary
Surface Transportation Board
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Schedule to Lease Agreement (#002) dated 11/4/96 which supplements a lease between FBS Business Finance Corporation and Carmath, Inc., STB Recoration Number 20202.

Please record this agreement as a secondary document to STB Recordation Number 20202.

The filing fee of \$22 is enclosed. Thank you for your assistance.

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Enclosures

Counterparts - Mary Ann Oster

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20425-0001

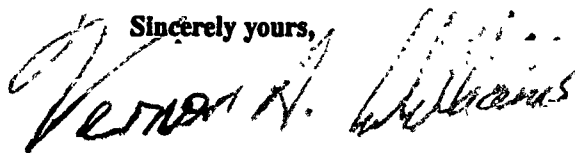
11/12/96

Mary Ann Oster
Research Consultant
Oster Researching Services
12897 Colonial Drive
Mt. Airy, MD., 21771

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/12/96 at 9:25AM, and assigned recordation number(s). 20202-B.

Sincerely yours,

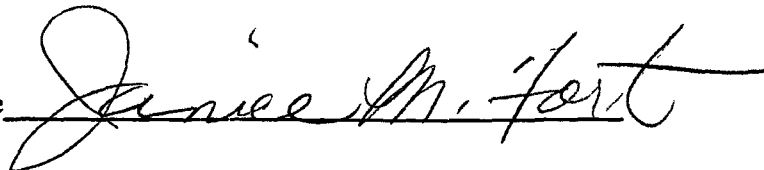


Vernon A. Williams
Secretary

Enclosure(s)

\$22.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



NOV 14 1996 9:25 AM

SCHEDULE TO LEASE AGREEMENT
(EQUIPMENT)

FBS BUSINESS FINANCE CORPORATION — Lessor
LEASING DIVISION

601 Second Avenue South, MPFP0904, Minneapolis, Minnesota 55402-4302
PHONE (612) 973-0939

LESSEE: Carmath, Inc.

LESSEE NO: 1015957

SCHEDULE NO. 002

EQUIPMENT

Retrofit Material For The Following Cars:

One (1) SP/OTDX 690400 100-Ton Box Car
One (1) SP/OTDX 690440 100-Ton Box Car
One (1) SP/OTDX 690465 100-Ton Box Car
One (1) SP/OTDX 690485 100-Ton Box Car
One (1) SP/OTDX 690340 100-Ton Box Car
One (1) SP/OTDX 690494 100-Ton Box Car
One (1) SP/OTDX 690381 100-Ton Box Car
One (1) SP/OTDX 691987 100-Ton Box Car
One (1) SSW/OTDX 28426 100-Ton Box Car
One (1) DRGW/OTDX 50896 100-Ton Box Car

Location of Equipment:
1200 N. Weber
Sioux Falls, SD 57101

County: Minnehaha

Lessor and Lessee agree that, with respect to all Equipment leased by Lessee pursuant to this Schedule No. 002 they will set forth their agreements relating to the amount and payment of rent and Stipulated Loss Values, in a separate rent agreement dated as of 11-04-96 (the "Rent Agreement") entered into contemporaneously with this Schedule. Accordingly, Lessor and Lessee hereby agree that the following terms shall be as defined in the Rent Agreement and shall be deemed incorporated by reference in this Schedule with the same force and effect as if set forth in full herein: Total Cost of Equipment, Initial Term of Lease, Rent Payment Due Date, Total Number of Rent Payments and Stipulated Loss Values. In addition, Lessor and Lessee agree that and other terms and conditions set forth in the Rent Agreement shall be deemed to be incorporated herein by referenced with the same force and effect as if set forth in full herein.

Rent Payments shall commence upon Lessee's acceptance of the Equipment and shall be made on each Rent Payment Due Date thereafter until the Total Number of Rent Payments has been made.

Lessor hereby leases to Lessee and Lessee hereby leases from Lessor the Equipment described above on the terms and conditions set forth above and pursuant to and subject to all terms and conditions of the Lease Agreement between Lessor and Lessee dated July 25, 1996.

ACCEPTED

DATED AS OF: 11-04-96

FBS BUSINESS FINANCE CORPORATION

CARMATH, INC.

(LESSOR)

(NAME OF LESSEE)

By [Signature]

By X Greg Cannon

Title COMMERCIAL ASSOCIATE

Title X president

And By _____
(Signature)

And By X Robert Mathison

Title _____

Title X Vice President

STATE OF

SD

COUNTY OF

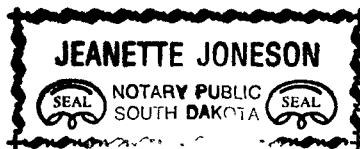
Minnehaha

On this 4 day of Nov, 1996 before me personally came Greg Carmon to me known, who, being by me duly sworn, did depose and say that he is the Pres. of Carmath, Inc., a SD corporation, and he acknowledged to me that he executed the foregoing document on behalf of said corporation by order of its Board of Directors and that such document was the free act and deed of said corporation

Witness my hand and official seal.

Jeanette Joneson
Notary Public in and for said State

My commission expires. My Commission Expires March 1, 2004



STATE OF

SD

COUNTY OF

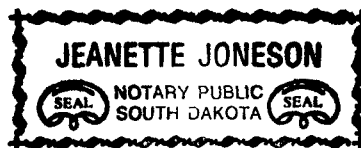
Minnehaha

On this 4 day of Nov, 1996 before me personally came Robt R Mathiesen to me known, who, being by me duly sworn, did depose and say that he is the V. Pres. of Carmath, Inc., a SD corporation, and he acknowledged to me that he executed the foregoing document on behalf of said corporation by order of its Board of Directors and that such document was the free act and deed of said corporation

Witness my hand and official seal

Jeanette Joneson
Notary Public in and for said State

My commission expires My Commission Expires March 1, 2004



STATE OF MINNESOTA

COUNTY OF HENNEPIN

On this 5 day of November, 1996, before me personally came JACQUELINE P BARRABAN to me known, who, being by me duly sworn, did depose and say that she is the Assistant Vice President of FBS Business Finance Corporation, a Delaware corporation, and she acknowledged to me that she executed the foregoing document on behalf of said corporation by order of its Board of Directors and that such document was the free act and deed of said corporation COMMERCIAL ASSOCIATE

Witness my hand and official seal

Marka J. Handy
Notary Public in and for said State

My commission expires

